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No. 94.

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4th Session, 1st Parliament, 34 Victoria, 1871.

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**BILL.**

Act to Incorporate the Dominion Construction Company.

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Received and read First time, Saturday, 1st April, 1871.

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**PRIVATE BILL.**

**Mr. CURRIER.**

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**OTTAWA :**

Printed by I. B. TAYLOR, 29, 31 & 33 Rideau Street.

1871.

An Act to incorporate the Dominion Construction Company.

**W**HEREAS, Francis Shanly, John Gordon, Charles Douglas Fox, John Shedden, George Laidlaw, Edmund Wragge, and William Henry Beatty, have by their Petition prayed that they and others may be incorporated for the purpose of constructing, maintaining and working Railways within the Dominion of Canada, and it is expedient to grant the prayer of the said petitioners; Therefore, Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

- 10** 1. The said Francis Shanly, John Gordon, Charles Douglas Fox, John Shedden, George Laidlaw, Edmund Wragge and William Henry Beatty, and such other persons, firms and corporations as shall or may become Shareholders of the Company hereby incorporated, are hereby constituted and declared to be a body politic and corporate, by the name of the Dominion Construction Company for the purposes and with the powers herein set out.
- 15** 2. The said Company shall have power to enter into, execute and perform contracts and agreements from time to time for the construction, maintenance, equipment and working or management, or any or either of such works or services, of or for any railway or railways now existing, or now or hereafter at any time to be constructed, within the Dominion of Canada, and for such purposes and to enable the said Company to perform all or any of such services, the said Company may in any such contract provide or agree with the Railway Company making the same, for the exercise by the said Company hereby incorporated of all the Parliamentary powers of such Railway Company, and such provision shall be valid, and shall, for the purposes of such contract, confer upon the said Company hereby incorporated such Parliamentary powers; Provided, that no such agreement or provision shall affect, alter, lessen or interfere with the rights or remedies of the Crown or of any person or corporation as against any Railway Company making the same.
- 20** 3. The Capital Stock of the said Company shall be one hundred thousand dollars, with power to increase the same from time to time; to such amount or amounts as they may deem expedient, not to exceed five hundred thousand dollars, by the decision of any Special General Meeting of the Shareholders called for such purpose, and such Capital Stock shall be divided into shares of one hundred dollars each, and the same shall and may be applied, by the Provisional Directors hereinafter named, in paying the expenses of and attending the procuring of the passing of this Act, and of and attending the organizing of the said Company.
- 25** 4. The Head Office of the said Company shall be at the City of Toronto.

Certain persons incorporated.

Powers of the Corporation.

Capital Stock.

Head office.

Board of  
Directors.

5. The affairs of the said Company shall be managed by a Board of Directors to be appointed as hereinafter mentioned, and until such Directors are appointed, the said Francis Shanly, John Gordon, Charles Douglas Fox, John Shedden, George Laidlaw, Edmund Wragge and William Henry Beatty, shall be the Provisional Board of Directors of the said Company, and shall have power to fill vacancies occurring therein, and to associate with themselves such other persons not more than three in number as they may see fit, who shall, if and when so named, be Provisional Directors of the said Company equally with themselves; and the Provisional Board of Directors shall also have power to open Stock Books and allot Stock, and to make a call upon the Stock subscribed, and to call a General Meeting of the Shareholders for the purpose of electing Directors, and organizing the said Company, and shall also have such other powers as may be necessary and lawful for the organizing of the said Company.

Payment of  
first instal-  
ment.

6. Upon the subscription for shares of the said Capital Stock, each subscriber shall pay to the Directors for the purposes set out in this Act, ten per centum of the amount subscribed; such ten per centum upon Stock subscribed and any calls so made may be recovered by the Company by suit in any Court of Law or Equity having competent jurisdiction, against the Subscriber or Shareholder by whom the same may be payable, together with interest from the time the same is payable.

Forfeiture of  
shares.

7. Any share, on which any call is overdue and unpaid for the space of three months, may be declared to be forfeited by the resolution of any General Meeting, and shall then become the property of the Company.

Subsequent  
calls.

8. Thereafter calls may be made by the Directors for the time being as they shall see fit; Provided that no call shall be made at any one time of more than ten per centum of the amount subscribed by each subscriber, and that no call shall be made sooner than two months after the time for payment of the preceding call, and such calls shall and may be made by notice published weekly, in one newspaper in the City of Toronto, for at least four weeks preceding the day fixed for the payment thereof.

First general  
meeting of  
shareholders.

9. As soon as shares to the amount of Twenty thousand Dollars of the Capital Stock of the said Company shall have been subscribed, and ten per centum thereof paid into some Chartered Bank having an office in the City of Toronto, (which shall on no account be withdrawn therefrom unless for the service of the Company or for the purposes herein provided), the Directors shall call a General Meeting of the Subscribers to the said Capital Stock, who shall have so paid up the ten per centum thereof, for the purpose of electing Directors of the said Company.

Provision in  
case Directors  
fail to call  
meeting.

10. In case the Provisional Directors neglect to call such Meeting for the space of three months after such amount of the Capital Stock shall have been subscribed, and ten per centum thereof so paid up, the same may be called by any three of the subscribers who shall have so paid up ten per centum, and who are subscribers among them for not less than one thousand dollars of the said Capital Stock and who have paid up all calls thereon.

Notice of  
meeting.

11. In either case notice of the time and place of holding such General Meeting shall be given by publication in the Ontario and Canada

- Gazettes, and in one newspaper in the City of Toronto, once in each week, for the space of at least four weeks, and such meeting shall be held in the City of Toronto, at such place therein, and on such day as may be named by such notice; at such General Meeting the
- 5 Subscribers for the Capital Stock assembled, either in person or by proxy who shall have so paid up ten per centum thereof, shall choose seven persons to be the Directors of the said Company, and may also make or pass such rules and regulations and by-laws as may be deemed expedient, provided that they be not inconsistent with
- 10 this Act. Election of Directors.
12. Thereafter the General Annual Meeting of the Shareholders of the said Company shall be held in such place in the City of Toronto, and on such day and at such hours as may be decided by the By-laws of the said Company, and public notice thereof shall
- 15 be given at least four weeks previously in the Ontario and Canada Gazettes, and once a week in one newspaper published in the City of Toronto. Annual general meeting.
13. Special General Meetings of the Shareholders of the said Company may be held at such places in the City of Toronto, and
- 20 at such times and in such manner, and for such purposes, as may be provided by the By-laws of the said Company. Special general meetings
14. It shall be competent for any Annual or Special General Meeting to adjourn from the day fixed for the same to any other day and so from time to time as may be expedient, subject to any
- 25 provisions regulating such power of adjournment which may at any time be made by By-laws of the Company passed by a General Meeting of the Shareholders. Adjournment
15. Every Shareholder of one or more shares of the said Capital Stock shall, at any General Meeting of the Shareholders, be entitled
- 30 to one Vote for every share held by him, and such voting may be by proxy or power of attorney, and no Shareholder shall be entitled to vote on any matter whatever, unless all calls due on the Stock upon which such Shareholder seeks to vote shall have been paid up at least one week before the day appointed for such Meeting.
- 35 ing. Votes.
16. No person shall be qualified to be elected as such Director by the shareholders, unless he be a Shareholder holding at least ten shares of Stock in the Company, and unless he has paid up all calls thereon. Qualification of Directors.
- 40 17. The Directors shall hold office from the time of their appointment until the next General or Annual Meeting of the Company, or until their successors are elected. Term of office.
18. Four of the Directors shall be a quorum, and the act of the majority of the Directors present at any Meeting of the Directors
- 45 regularly-called, shall be deemed to be the Act of the Board of Directors. Quorum.
19. The Directors shall, at their first Meeting, or at any adjournment thereof, but before proceeding to other business, elect one of their number to be the President, and one to be the Vice-President of the Company, and at all Meetings of the Directors the
- 50 President shall be Chairman, or if he be absent, the Vice-President shall be Chairman, or if both be absent, the Directors present President and Vice-President.

may elect a Chairman for the time being, and on all questions considered by the Board of Directors the Chairman shall have a casting vote.

**Vacancies,  
how filled.**

**20.** In case any vacancy occur in the Board of Directors, the remaining members of the Board may choose a duly qualified Shareholder to fill such vacancy, who shall continue in office for the residue of the term of the Director in whose place he is appointed. 5

**Directors to  
be subject  
to general  
meeting.**

**21.** The Directors shall be subject to the Order and direction of the Shareholders at any General meeting, and shall not have power to perform any act contrary to or inconsistent with any resolution of the Shareholders, passed at any General Meeting, except so far as the Company may be bound by any act done or resolution passed by the Directors, previous to any such resolution of the Shareholders. 10

**By-laws.**

**22.** The Shareholders, at any Annual or Special General meeting, may make By-laws for the ordering of the affairs of the said Company with respect to Shares therein, and the Transfer, Calls, General Meetings, Dividends, the Duties of the Officers of the Company, and the affairs and business thereof generally, provided such By-laws be not inconsistent with anything contained in this Act; and the Board of Directors shall have a like power of making, altering, varying and repealing By-laws, and may alter, vary and repeal any of the By-laws of the Company, but the Board of Directors shall not have the power of altering, varying, or repealing or otherwise revoking any By-law made, or act done in altering, varying and repealing By-laws by the Shareholders. 15 20 25

**Liability  
limited.**

**23.** No Shareholder shall be held individually liable for any act, default, debt, engagement, or liability of the Company, or for any engagement, payment, claim, loss, injury, or transaction, matter or thing whatsoever connected with the said Company, excepting to an amount equal to the amount (if any) not paid up on the Stock subscribed by him, and such liability shall attach to no shareholder unless and until the goods and lands of the Company shall have been exhausted, and an execution against the same returned unsatisfied. 30 35

**Power to hold  
lands.**

**24.** The said Company may purchase, take, and hold lands whensoever they may require the same, or portions thereof, for the purpose of performing any of the works which they may contract to perform, or for the purpose of procuring timber, stone, brick, gravel, earth, or any other material for use in performing any such works, and may, if they see fit, sell and convey such lands or any portion thereof. 40

**May become  
parties to  
promissory  
notes.**

**25.** The said Company shall have power and authority to become parties to Promissory Notes and Bills of Exchange, for sums not less than one hundred dollars, and any such Promissory note or Bill of Exchange made or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer of the said Company, and under the authority of a quorum of the Directors, shall be binding on the said Company, and every such Promissory Note or Bill of Exchange so made, shall be presumed to have been made with proper authority until the contrary be shewn, and in no case shall it be necessary to have the seal of the said Company affixed to 45 50

such Promissory Note or Bill of Exchange, nor shall the President or Vice-President, or the Secretary and Treasurer, be individually responsible for the same, unless the said Promissory Notes or Bills of Exchange have been issued without the sanction or authority of the Directors, as herein provided and enacted; <sup>Proviso.</sup> Provided, however, that nothing in this section shall be construed to authorize the said Company to issue any Note or Bill of Exchange payable to bearer or intended to be circulated as money, or as the Notes or Bills of a Bank.